

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re: § Chapter 11
§
SPARTAN GROUP HOLDINGS, LLC, et § Case No. 23-42384
al., §
§ Jointly Administered
Debtors.¹ §

**SECOND STIPULATION AND AGREED ORDER EXTENDING
DEBTORS' AUTHORITY TO USE CASH COLLATERAL**

Spartan Group Holdings, LLC; Spartan Concrete Construction, LLC; Spartan Engineering Services, LLC; Spartan Equipment Leasing, LLC; Spartan Fabrication Services, LLC; Spartan Metals Distribution, LLC; Spartan Reinforcing, LLC; and Spartan Valley Chili Road, LLC (the “Debtors”), along with BMO Bank N.A., f/k/a BMO Harris Bank N.A. (the “Senior Lender”), hereby stipulate and agree as follows:

I. STIPULATION

1. On December 21, 2023, the Court entered its *Agreed Interim Order Authorizing Debtors' Limited Use of Cash Collateral, Granting Post-Petition Liens, and Granting Related Relief* (Dkt. No. 50, the “Interim Cash Collateral Order”).

2. Capitalized terms used herein but not defined herein have the meanings assigned to them in the Interim Cash Collateral Order.

3. Under the Interim Cash Collateral Order, the Court authorized the Debtors to use Cash Collateral through December 27, 2023.

¹ The debtors and the last four digits of their EINs are Spartan Group Holdings, LLC (5865), Spartan Concrete Construction, LLC (5378), Spartan Engineering Services, LLC (9172), Spartan Equipment Leasing, LLC (9972), Spartan Fabrication Services, LLC (1692), Spartan Metals Distribution, LLC (3800), Spartan Reinforcing, LLC (6811), and Spartan Valley Chili Road, LLC (1399).

4. On December 28, 2023, the Court entered the *First Stipulation and Agreed Order Extending Debtors' Authority to use Cash Collateral* (Dkt. No. 61), which extended the Debtors' authority to use Cash Collateral under the Interim Cash Collateral Order to January 4, 2023.

5. The purpose of this stipulation is to extend such authority through January 19, 2024 (the "Expiration Date"), unless terminated sooner based on a Termination Event (other than a Termination Event under Section 6(i)(i) of the Interim Cash Collateral Order), reserving any and all other rights and, without limitation, without prejudice to (i) the Senior Lender's ability to terminate the Debtors' usage of Cash Collateral earlier; (ii) the Debtors' ability to seek further extensions of the Expiration Date; and (iii) all parties' rights to seek any other available relief.

6. Accordingly, the Debtors and the Senior Lender hereby agree that, except as otherwise provided herein or if terminated earlier based on a Termination Event (other than a Termination Event under Section 6(i)(i) of the Interim Cash Collateral Order), the Debtors are permitted to use Cash Collateral through the Expiration Date: (i) in accordance with the budget attached hereto as Exhibit A (the "Budget") and (ii) subject to all of the terms and conditions set forth in the Interim Cash Collateral Order, which are incorporated herein, including all protections afforded the Senior Lender for the periods covered by all prior budgets and the attached Budget.

II. ORDER

The Court, having reviewed the above stipulation, incorporating the definitions therein into this Order, finding that no additional notice thereof is required, and otherwise approving of the stipulation, it is hereby:

ORDERED that the stipulation set forth above is approved and shall govern the subject matter thereof according to its terms; it is further

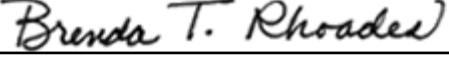
ORDERED that the Debtors are permitted to use Cash Collateral through the Expiration Date (unless terminated earlier based on a Termination Event (other than a Termination Event

under Section 6(i)(i) of the Interim Cash Collateral Order), in accordance with the Budget and subject to all of the terms and conditions set forth in the Interim Cash Collateral Order and this Order, including all protections afforded the Senior Lender set forth therein, as though the Interim Cash Collateral Order originally applied through the Expiration Date; it is further

ORDERED that the Court will hold a final hearing on the *Debtors' Emergency Motion for Interim and Final Use of Cash Collateral* (Dkt. No. 20) on **January 17, 2024 at 1:30 p.m.** in the courtroom of the Honorable Brenda T. Rhoades, U.S. Bankruptcy Court, 660 N. Central Expressway, Suite 300B, Plano, TX 75074; and it is further

ORDERED that this order will be effective immediately notwithstanding the provisions of Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure.

Signed on 01/04/2024


SD
HONORABLE BRENDAL T. RHOADES,
UNITED STATES BANKRUPTCY JUDGE

AGREED:

By: /s/ Julian P. Vasek

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PROPOSED ATTORNEYS FOR
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COUNSEL FOR BMO BANK N.A.
FKA BMO HARRIS BANK N.A.

Spartan Group - Cash Collateral

Week Date (Week Ending)	3 1/12/2024	4 1/19/2024
Budget/Actual	<i>Budget</i>	<i>Budget</i>
Cash Flow		
Receipts		
Customer Receipts (Existing A/R)	1,754,560	2,027,493
Customer Receipts (New Billings)	-	-
Customer Receipts (Retention & Change Order)	-	-
Total Receipts	1,754,560	2,027,493
Disbursements		
Inventory		
Project Vendors	984,696	657,330
Other Direct Materials	-	447,940
Freight and material movement	-	3,409
Total Inventory	984,696	1,108,679
Payroll & Related Expenses		
Fixed Payroll & Taxes	107,900	107,900
Prefiling Fixed Payroll & Taxes	-	-
Direct Payroll & Taxes	115,300	115,300
Prefiling Direct Payroll & Taxes	-	-
Subcontractors	46,870	50,140
Health Insurance	-	-
Total Payroll & Related	270,070	273,340
Operating Expenses		
Credit/Debit Cards		
Insurance	-	22,247
Sales Tax	-	-
Building Rent	-	-
Office Expenses (FEDEX, Dig Print, etc)	478	478
CS:Engineering Layout Services (Advance Geo)	3,500	3,500
CS:Rebar Bender Software Shop (aSa)	-	-
CS:Payroll software and processor (Exponent HR)	-	-
CS:Internet and communication (AT&T)	-	-
Other Expenses	1,000	1,000
Direct Travel Expense	2,342	1,866
Utilities, Internet, Phone	-	-
Prefiling Utilities, Internet, Phone	-	-
Cloud Server Data,Admin Software and Outside IT support	29,700	-
Hiring Expense	-	-
Bank Fees	-	3,000
Repairs and Maintenance	2,000	2,000
Total Operating Expenses	39,020	34,091
Restructuring Professional Fees		
DIP Fee	-	-
CRO Fees	25,000	25,000
Investment Banker	-	-
Company Legal Fees (Restructuring)	-	-
Company Legal Fees (Liens and Claims)	-	-
International Legal Fees	-	-
UCC Legal	-	-
UCC Financial Advisors	-	-
U.S. Trustee	-	-
Claims Agent	-	-
Adequate Protection Secured Lender	-	-
Adequate Protection Utilities	-	-
Post-Petition Rent	-	-
Independent Board Member	-	-
Total Restructuring Professional Fees	25,000	25,000
Cash		
Cash	-	-
Remaining availability	-	-
Total Disbursements	1,318,786	1,441,110
Cash Flow	435,774	586,383
Cummulative Cash Flow	575,305	1,161,688

Spartan Group Holdings
2d Cash Collateral
Stip. Ex.

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